



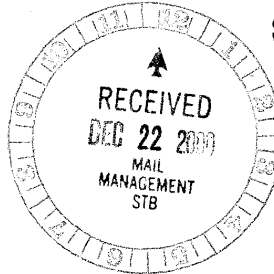
First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018-4214
Tel 847 318-7575
Fax 847 318-7588

VIA UPS NEXT DAY AIR

RECORDATION NO. 23286 FILED

DEC 27 '00 10-54 AM

SURFACE TRANSPORTATION BOARD



December 21, 2000

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and two (2) copies of a Memorandum of Lease Agreement, dated August 14, 2000, a primary document as defined in the Board's Rules for the Recordation of Documents. Please file this Memorandum of Lease as a primary document since a Master Lease has not been filed with the Surface Transportation Board. The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Central Kansas Railway LLC
1825 West Harry
Wichita, KS 67213

A description of the railroad equipment covered by the enclosed document is thirty (30) 4750 cubic foot covered hopper cars, with car marks FURX, NDYX and NOKL (see Exhibit A for exact car numbers).

A short summary of the document to appear in the index follows:

Memorandum of Lease between First Union Rail Corporation, Lessor and Central Kansas Railway LLC, Lessee, covering 30 4750 cubic foot covered hopper cars, with car marks FURX, NDYX and NOKL (see Exhibit A for exact car numbers).

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions or concerns regarding the above-referenced matter, please feel free to contact me at (847) 384-5342. Thank you for your cooperation in this matter.

Very truly yours,

Tiffany Chase-Morrison
Manager of Documentation

Enclosures

(CKRY001)

RECORDATION NO. 23286 FRED

DEC 27 '00 10-54 AM

ASSGN. NO. CKRY001

MEMORANDUM OF LEASE SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 14th day of August, 2000, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Central Kansas Railway, LLC ("Lessee").

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of June 7, 2000, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 1 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of June 7, 2000 and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. Seymour
Name: RICHARD F. SEYMOUR
Title: Vice President Sales & marketing

By: T. Morrison

Name: T. Morrison

Title: Mgr. of Documentation Executed on this 14th day of Aug., 2000.

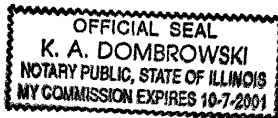
[CORPORATE SEAL]

STATE OF ILLINOIS

COUNTY OF COOK

I, K. A. Dombrowski, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 14th day of August, 2000.



K. A. Dombrowski
Notary Public

My Commission Expires:

10-7-2001
(Notary Public)

LESSEE:

CENTRAL KANSAS RAILWAY, LLC

By: Michael J. Osborn

Name: MICHAEL J. OSBORN

Title: MANAGER

ATTEST:

By: Cami Ross

Name: Cami Ross

Title: Executive Asst.

Executed on this 7th day of August, 2000.

[CORPORATE SEAL]

STATE OF COLORADO

COUNTY OF DENVER

I, JEAN ROBERTSON, a Notary Public of the ~~County~~ and State aforesaid, certify that MICHAEL J. OSBORN personally appeared before me this day and acknowledged his due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 7th day of AUGUST, 2000.

Jean Robertson

Notary Public

Commission Expires:

(Notary Public)

My Commission Expires
6-11-2001

EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Thirty (30)

DESCRIPTION OF CARS: 4750 cu.ft. covered hoppers

CAR NUMBERS:

FURX	818592	FURX	832057
FURX	828344	FURX	832058
FURX	828365	FURX	832059
FURX	828366	FURX	832062
FURX	828372	FURX	832141
FURX	828380	FURX	832189
FURX	830257	NDYX	515707
FURX	830406	NDYX	515747
FURX	832002	NDYX	515769
FURX	832007	NDYX	515772
FURX	832011	NOKL	810179
FURX	832013	NOKL	830635
FURX	832016	NOKL	831170
FURX	832028	NOKL	832704
FURX	832041	NOKL	832734

Count: 30